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FILED

96 MAR 21 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 090151 00746A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 21, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 090151

CUSTOMER NO: 00746A

CUSTOMER: Keith Sands, Esq
FRANSON ALDRIDGE & SANDS, P.A.

Suite 200
1551 Atlantic Boulevard
Jacksonville, FL 32207

7000001752037
-03/21/96--01053--023
****122.50 ****122.50

EFFECTIVE DATE
3-19-96

DOMESTIC FILING

NAME: PALADIUM HOMES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: CLINT FUHRMAN

EXAMINER'S INITIALS:

RECEIVED
96 MAR 21 AM 11:22
DIVISION OF CORPORATION

3-22-96
KH

ARTICLES OF INCORPORATION
OF
PALADIUM HOMES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of this corporation is PALADIUM HOMES, INC.

ARTICLE II
Nature of Business

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Capital Stock

The authorized capital of this corporation shall be one thousand (1,000) shares of common stock at a par value of one dollar (\$1.00 per share).

ARTICLE IV
Term of Existence

This corporation shall exist perpetually.

ARTICLE V
Address

The initial street address of the principal office of this corporation is:

1551 Atlantic Boulevard, Suite 200
Jacksonville, Florida 32207

The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI
Directors

This corporation shall have three (3) directors initially. The number of Directors may be increased or decreased from time to time, by Bylaws adopted by the shareholders.

ARTICLE VII
Initial Directors

The names and street addresses of the members of the first Board of Directors are:

Dr. Thomas Shad	1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207
Van Royal	1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207
Kelly Hartwig	1551 Atlantic Blvd., Suite 200, Jacksonville, FL 32207

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles of Incorporation is:

J. KEITH M. SANDS
1551 Atlantic Blvd.; Suite 200
Jacksonville, Florida 32207

ARTICLE IX
Section 1244 Stock

The Board of Directors is authorized to issued "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

1551 Atlantic Boulevard; #200
Jacksonville, Florida 32207

The name of the registered agent of this corporation located at the address above is:

J. KEITH M. SANDS

ARTICLE XI
Amendment

These Articles of Incorporation may be amended, altered, changed, or repealed at any time, and from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a shareholder herein are granted subject to this reservation. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote

thereon, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII
Effective Date

The existence of this corporation shall commence March 18, 1996.

ARTICLE XIII
Acceptance of Appointment as Registered Agent

Pursuant to Section 607.034, 607.037, and 607.325, Florida Statutes, the undersigned certifies that he is familiar with and accepts the obligations of the aforementioned statutes as the initial registered agent of this corporation.


J. KEITH M. SANDS

The undersigned submits these Articles of Incorporation for the purpose of filing same with the Office of the Secretary of State of the State of Florida.


J. KEITH M. SANDS

(SEAL)

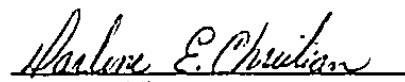
STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared J. KEITH M. SANDS, to me known to be the person described herein as the incorporator and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 24th day of March, 1996.



DARLENE E. CHRISTIAN
Notary Public, State of Florida
My Comm. expires April 26, 1999
Comm. No. CC 101985


Notary Public
State of Florida, at Large
My Commission Expires: 4/26/99

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